

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS HOLDINGS INC., *et al.*,
Debtors.

Chapter 11

Case No. 08-13555 (JMP)

Jointly Administered

**[PROPOSED] ORDER GRANTING MOTION OF DEUTSCHE BANK AG
PURSUANT TO SECTION 105(A) AND RULE 3013
TO ENFORCE SETTLEMENT APPROVAL ORDER
AND TO CORRECT MISCLASSIFICATION OF CLAIMS**

Upon the Motion of Deutsche Bank AG pursuant to Section 105(a) of the Bankruptcy Code and Rule 3013 of the Federal Rules of Bankruptcy Procedure to enforce this Court's January 14, 2010 Order approving a certain settlement agreement between Lehman Brothers Holdings Inc., Lehman Commercial Paper Inc., Lehman ALI, Inc., and Dr. Michael C. Frege, as the Insolvency Administrator for Lehman Brothers Bankhaus AG, *in Insolvenz*, and to Correct Misclassification of Claims (the "Motion"),¹ filed on September 27, 2011 [docket no. ____], as more fully described in the Motion; and upon all responses and replies filed in connection with the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice having been provided in accordance with the procedures set forth in the second amended order entered June 17, 2010 governing case management and administrative procedures [Docket No.

¹ Terms not defined herein shall have the meaning ascribed to them in the Motion.

9635], and it appearing that no other or further notice need be provided; and the Court having held a hearing to consider the relief requested in the Motion, with the appearances of all interested parties having been noticed; and upon all of the proceedings had before the court; and after due consideration, it is

ORDERED, that the Motion is GRANTED; and

ORDERED, that Claim No. 59006 shall be an allowed General Unsecured Claim against LCPI in LCPI Class 4A for all purposes under the Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and Its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code, dated September 1, 2011; and

ORDERED, that Claim No. 58233 shall be an allowed General Unsecured Claim against LBHI in LBHI Class 7 for all purposes under the Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and Its Affiliated Debtors Pursuant to Section 1125 of the Bankruptcy Code, dated September 1, 2011; and

ORDERED, that each of Claim No. 59006 and Claim No. 58233 shall be classified as generic, non-priority, non-affiliate, non-guaranty, general unsecured claims in any chapter 11 plan that may be confirmed in LCPI's and LBHI's Chapter 11 cases.

Dated: New York, New York
_____, 2011

Honorable James M. Peck
United States Bankruptcy Judge